# Exhibit E – Part 1



PRIMARY DOCUMENT Filed on 06/27/2007 - Period: 06/27/2007 File Number 001-12331-01

**GSI**❷

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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

	OMB APPROVAL
	OMB Number: 3235-0287 Expires: January 31, 2005
	Estimated
	average burden hours
1	nor

0.5

### (Print or Type Responses)

F				
1. Name and Add SAMBOL DA		g Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRY WIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK C	(First) GRANADA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2007	Director 10% Owner Other (specify below)  President & COO of CFC
CALABASAS	(Street) S, CA 91302		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	7	

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	on	Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	06/27/2007		М		4,250	A	\$13.24	205,087	D	
Common Stock	06/27/2007		S <sup>(1)</sup>		4,250	D	\$35.9559	200,837	D	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8)	tion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$13.24	06/27/2007		М			4,250	02/28/2004	02/28/2013	Common Stock	4,250	\$0	143,293	D	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
The state of the s	Director	10% Owner	Officer	Other			
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC				

## **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on May 20, 2007.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 4 of 49

## **Signatures**

## Becky MacKinnon Attorney-in-fact

06/27/2007

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**EX-24** (CFC)

4 Filed on 06/27/2007 - Period: 06/27/2007 File Number 001-12331-01



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www.gsionline.com

#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 06/19/2007 - Period: 06/19/2007 File Number 001-12331-01



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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number: Expires:	3235-0287 January 31, 2005
Estimated	
average burden hours	
per	

0.5

response.

#### (Print or Type Responses)

1. Name and Address SAMBOL DAVI		Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRY WIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK GRA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/19/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS, O	(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	06/19/2007		M		6,375	A	\$13.24	207,212	D	
Common Stock	06/19/2007		S <sup>(1)</sup>		6,375	D	\$38.4513	200,837	D	

# Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	tion	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$13.24	06/19/2007		М			6,375	02/28/2004	02/28/2013	Common Stock	6,375	\$0	147,543	D	

## **Reporting Owners**

Reporting Owner Name / Addres	16	Relationships						
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other				
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC					

### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on May 20, 2007.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 9 of 49

## **Signatures**

## Becky MacKinnon Attorney-in-fact

06/19/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**EX-24** (CFC)

4 Filed on 06/19/2007 - Period: 06/19/2007 File Number 001-12331-01

**GSI**₽

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#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 06/14/2007 - Period: 06/14/2007 File Number 001-12331-01

**GSI**❷

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# FORM 4

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287 Expires: January 31, 2005
Estimated average burden hours
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response.

0.5

#### (Print or Type Responses)

1. Name and Address SAMBOL DAVII		Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRY WIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK GRA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS, C	(Street) A 91302		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	on	4. Securiti Disposed (Instr. 3, 4	of (D)	ed (A) or	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Year)	Code	V	Amount	Amount (A) or Price (D)		Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	06/14/2007		M		6,375	A	\$13.24	207,212	D	
Common Stock	06/14/2007		S <sup>(1)</sup>		6,375	D	\$37.7855	200,837	D	

# Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8)	tion	Derivative		6. Date Exercisab Date (Month/Day/Year	Underlyin		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$13.24	06/14/2007	М			6,375	02/28/2004	02/28/2013	Common Stock	6,375	\$0	153,918	D	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
Reporting Owner Manie / Address	Director	10% Owner	Officer	Other					
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC						

### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on May 20, 2007.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 14 of 49

# **Signatures**

## Becky MacKinnon Attorney-in-fact

06/14/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**EX-24** (CFC)

4 Filed on 06/14/2007 - Period: 06/14/2007 File Number 001-12331-01



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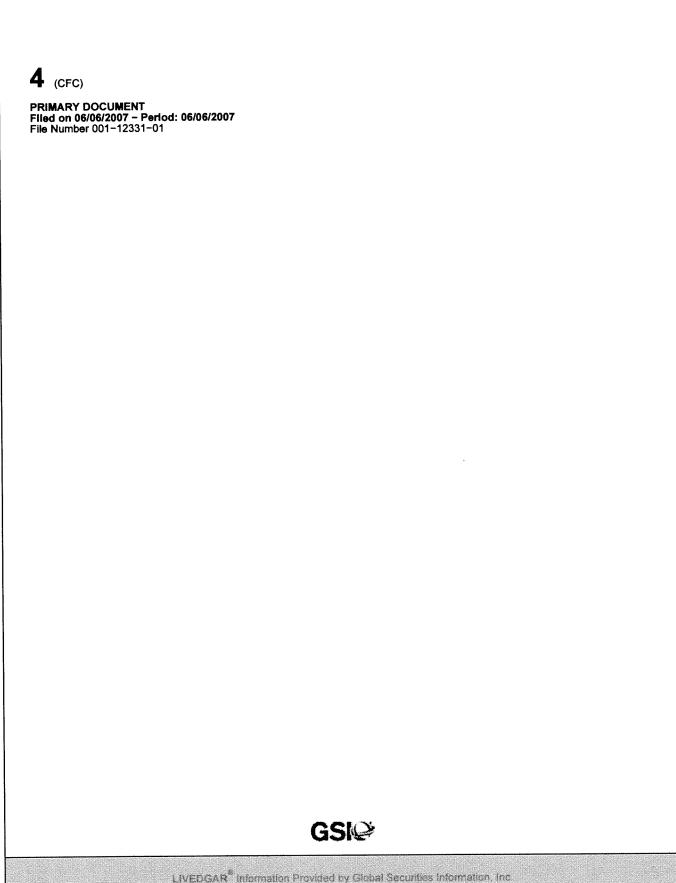
- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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# OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours

0.5

per

response

## (Print or Type Responses)

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(Last) 4500 PARK GF	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS,	(Street) CA 91302		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  _X_Form filed by One Reporting Person Form filed by More than One Reporting Person
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				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$13.24	06/06/2007		М			6,375	02/28/2004	02/28/2013	Common Stock	6,375	\$0	160,293	D	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC							

# **Explanation of Responses:**

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# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 19 of 49

# **Signatures**

## Becky MacKinnon Attorney-in-fact

06/06/2007

\*\*Signature of Reporting Person

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**EX-24** (CFC)

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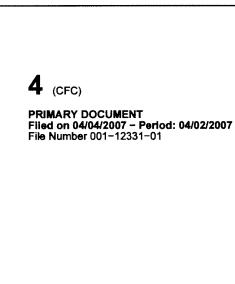
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- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



**GSI**❷

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# FORM 4

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number: Expires:	3235-0287 January 31, 2005
Estimated average burden hours	2003

0.5

per

response.

#### (Print or Type Responses)

1. Name and Addr SAMBOL DA		g Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRYWIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK G	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS	(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City)	(State)	(Zip)		

# Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transactio Code (Instr. 8)	n	Disposed of (D)			5. Amount of Securities Beneficially Owned	Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	04/02/2007		$A^{(2)}$		137,489	A	\$0	200,837	D	

# Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	tion	Derivative		6. Date Exercisab Date (Month/Day/Year	•	Underlying Securities (Instr. 3 and 4)		Derivative Security	Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Stock Appreciation Right	\$32.73	04/02/2007		A		510,205		12/31/2007	03/31/2012	Common Stock	510,205	\$ 0	510,205	D	

### **Reporting Owners**

Denoting Owner Name / Address		Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC							

## **Explanation of Responses:**

- The Stock Appreciation Right will vest in equal installments on December 31, 2007, December 31, 2008 and December 31, 2009. Upon exercise, the Stock Appreciation Right will settle in stock.
- The reporting person was granted 137,489 shares of restricted stock units vesting ratably on December 31, 2007, December 31, 2008 and December 31, 2009 based on the attainment of specific performance conditions.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 24 of 49

# **Signatures**

## Becky MacKinnon Attorney-in-fact

04/03/2007

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**EX-24** (CFC)

4 Filed on 04/04/2007 - Period: 04/02/2007 File Number 001-12331-01



#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 03/21/2007 - Period: 03/21/2007 File Number 001-12331-01

**GSI**❷

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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number: 3235-028 Expires: January 31	,
Estimated average burden hours	J

0.5

#### (Print or Type Responses)

1. Name and Address of Reporting Person - SAMBOL DAVID	2. Issuer Name and Ticker or Trading Symbol COUNTRY WIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 4500 PARK GRANADA	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2007	Director 10% Owner Officer (give title Other (specify below)  President & COO of CFC
(Street)  CALABASAS, CA 91302  (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)      X Form filed by One Reporting Person     Form filed by More than One Reporting Person

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	on	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	Code	٧	Amount	amount (A) or Price (D)		Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock								10,043	I	401k	
Common Stock	03/21/2007		M		14,000	A	\$18.98	77,348	D		
Common Stock	03/21/2007		S <sup>(1)</sup>		14,000	D	\$35.9255	63,348	D		

# Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$18.98	03/21/2007		М			14,000	06/11/2004	06/11/2013	Common Stock	14,000	\$0	139,190	D	

## **Reporting Owners**

Reporting Owner Name / Addres			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

#### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 29 of 49

# **Signatures**

## Becky MacKinnon Attorney-in-fact

03/21/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**EX-24** (CFC)

4 Filed on 03/21/2007 - Period: 03/21/2007 File Number 001-12331-01



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www.gsionline.com

#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 03/15/2007 - Period: 03/15/2007 File Number 001-12331-01



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# FORM 4

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287 Expires: January 31, 2005
Estimated
average
burden hours

0.5

#### (Print or Type Responses)

1. Name and Add SAMBOL DA		g Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRYWIDE FINANCIAL CORP [CFC]	Relationship of Reporting Person(s) to Issuer     (Check all applicable)
(Last) 4500 PARK C	(First) GRANADA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS	(Street) S, CA 91302		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securitie Disposed of (Instr. 3, 4 a	f(D)	d (A) or	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	03/15/2007		М		14,000	A	\$18.98	77,348	D	
Common Stock	03/15/2007		S <sup>(1)</sup>		14,000	D	\$35.5148	63,348	D	

# Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security	Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	-			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$18.98	03/15/2007		М			14,000	06/11/2004	06/11/2013	Common Stock	14,000	\$0	153,190	D	

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

#### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

# Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 34 of 49

# **Signatures**

## Becky MacKinnon Attorney-in-fact

03/15/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**EX-24** (CFC)

4 Filed on 03/15/2007 - Period: 03/15/2007 File Number 001-12331-01



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#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 03/07/2007 - Period: 03/07/2007 File Number 001-12331-01

**GSI**❷

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www.gsionline.com

## FORM 4

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number: Expires:	3235-0287 January 31, 2005
Estimated	
average	
burden hours	
per	

0.5

response

Print	or Type	Responses)	۱

1(b).

1. Name and Addi SAMBOL DA	ress of Reportin	g Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRYWIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK G	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2007	Director 10% Owner Other (specify below) President & COO of CFC
CALABASAS	(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  _X_Form filed by One Reporting Person  Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any		3. Transaction Code (Instr. 8)	on	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	Ι	401k
Common Stock	03/07/2007		M		14,000	A	\$18.98	77,348	D	
Common Stock	03/07/2007	·	S <sup>(1)</sup>		14,000	D	\$37.0773	63,348	D	

## Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execution Date, if	4. Transac Code (Instr. 8)	tion	Deriva Securi Acqui Dispos	Derivative Date		Date Underlying Securities (Instr. 3 and 4)  Underlying Securities (Instr. 3 and 4)  Underlying Securities Security (Instr. 5)  Beneficially Owned Following		Underlying Securities		10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Sec	,	Sun,		Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$18.98	03/07/2007		М			14,000	06/11/2004	06/11/2013	Common Stock	14,000	\$0	167,190	D	

#### **Reporting Owners**

D Vianov Nome / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC						

#### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

## Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 39 of 49

#### **Signatures**

#### Becky MacKinnon Attorney-in-fact

03/07/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**EX-24** (CFC)

4 Filed on 03/07/2007 - Period: 03/07/2007 File Number 001-12331-01



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www.gsionline.com

#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

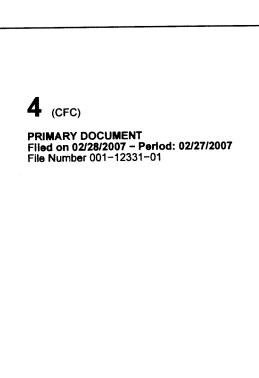
- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol





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## FORM 4

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number: Expires:	3235-0287 January 31, 2005
Estimated	
average	
burden hours	
per	

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response.

#### (Print or Type Responses)

1. Name and Addres SAMBOL DAV		g Person -	2. Issuer Name and Ticker or Trading Symbol COUNTRY WIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 4500 PARK GR	(First) ANADA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2007	Director 10% Owner Other (specify below)  President & COO of CFC
CALABASAS,			4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any		3. Transaction Code (Instr. 8)	on	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	02/27/2007		M		13,500	A	\$18.98	76,848	D	
Common Stock	02/27/2007		S(1)		13,500	D	\$37.8604	63,348	D	

## Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8)		Deriva Securi Acqui Dispo	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$18.98	02/27/2007		М			13,500	06/11/2004	06/11/2013	Common Stock	13,500	\$0	181,190	D	

#### **Reporting Owners**

D Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC						

#### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

## Case 1:09-cv-04050-PKC Document 47-2 Filed 09/18/09 Page 44 of 49

#### **Signatures**

#### Becky MacKinnon Attorney-in-fact

02/28/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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4 Filed on 02/28/2007 - Period: 02/27/2007 File Number 001-12331-01



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#### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-infact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



PRIMARY DOCUMENT Filed on 02/22/2007 - Period: 02/22/2007 File Number 001-12331-01



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## FORM 4

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number: Expires:	3235-0287 January 31, 2005
Estimated	
average	
burden hours	
per	

response.

(Print or Typ	e Responses)
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1(b).

1. Name and Address of Reporting Person - SAMBOL DAVID			2. Issuer Name and Ticker or Trading Symbol COUNTRYWIDE FINANCIAL CORP [CFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 4500 PARK C	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2007	Director 10% Owner Other (specify below)  President & COO of CFC				
CALABASAS	(Street) S, CA 91302		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)						

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock								10,043	I	401k
Common Stock	02/22/2007		M		14,000	A	\$18.98	77,348	D	
Common Stock	02/22/2007		S(1)		14,000	D	\$40.3268	63,348	D	

## Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if	4. Transact Code (Instr. 8)		Derivative		6. Date Exercisable Date (Month/Day/Year		Underlying Securities (Instr. 3 and 4)		Derivative Security	Derivative Securities	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	,			Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$18.98	02/22/2007		М			14,000	06/11/2004	06/11/2013	Common Stock	14,000	\$0	194,690	D	

#### **Reporting Owners**

D Maria / Address	Relationships						
Reporting Owner Name / Address	Director	Director 10% Owner Officer					
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC				

#### **Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

#### **Signatures**

#### Becky MacKinnon Attorney-in-fact

02/22/2007

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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